

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Galileo Learning Franchising LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 84-3255638

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
1021 3rd St. Oakland, CA 94607 Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
Alameda County	Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://galileoenrichment.com/franchise/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply**

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**7999****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

District		When		Case number	
District		When		Case number	

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>Galileo Learning LLC</b>	Relationship	<b>Affiliate</b>
District	<b>N. D. Cal.</b>	When	<b>5/06/20</b>
		Case number, if known	

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Galileo Learning Franchising LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 6, 2020**  
MM / DD / YYYY

**X /s/ Glen Tripp**  
Signature of authorized representative of debtor

**Glen Tripp**  
Printed name

Title **Manager of Galileo Learning LLC, the Sole Member of the Debtor**

**18. Signature of attorney**

**X /s/ Neal L. Wolf**  
Signature of attorney for debtor

Date **May 6, 2020**  
MM / DD / YYYY

**Neal L. Wolf**  
Printed name

**Hanson Bridgett LLP**  
Firm name

**1676 No. California Blvd.  
Suite 620  
Walnut Creek, CA 94596**  
Number, Street, City, State & ZIP Code

Contact phone **(415) 995-5015** Email address **nwolf@hansonbridgett.com**

**202129 CA**  
Bar number and State

**WRITTEN CONSENT  
OF THE SOLE MEMBER OF  
GALILEO LEARNING FRANCHISING LLC**

The undersigned, being the sole member ("**Member**") of Galileo Learning Franchising LLC, a California limited liability company (the "**Company**"), acting by written consent without a meeting in accordance with Section 17704.07 of the California Revised Uniform Limited Liability Company Act (the "**Act**") and the Operating Agreement of the Company (the "**Agreement**"), does hereby consent to the adoption of the following resolutions as of May 5, 2020 (the "**Effective Date**").

**Chapter 11 Reorganization**

WHEREAS, due to the current financial uncertainty caused by COVID-19, the sole Member and parent company of the Company, Galileo Learning, LLC has decided to file for reorganization under Chapter 11 of the United States Bankruptcy Code (the "**Bankruptcy**");

WHEREAS, the Member of the Company also believe that it is in the best interest of the Company to file for Bankruptcy; and

WHEREAS, pursuant to Section 4.1 of the Agreement, the Member possesses the exclusive right to control, manage, and direct the Company's business and affairs and to take all such action as she may deem necessary or appropriate to accomplish the purpose of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall take such actions as may be necessary or proper to file for Bankruptcy including, but not limited to, the filing of a petition in the appropriate bankruptcy court.

RESOLVED FURTHER, that any actions taken by the Member on behalf of the Company prior to the date of the foregoing resolutions adopted hereby, that are within the authority conferred hereby, are hereby ratified, confirmed and approved.

RESOLVED FURTHER, that the Member be, and hereby is, authorized to sign and/or deliver such documents, make such filings and to do such other acts on behalf of this Company as are required in connection with, or are necessary to effectuate, the purpose and intent of this Consent.

*(Signature page follows)*

IN WITNESS WHEREOF, the undersigned, being the sole Member of the Company has duly executed this Written Consent as of the Effective Date.

**Galileo Learning, LLC,**  
a California limited liability company

By:   
Name: Glenn Tripp, Manager

**Fill in this information to identify the case:**Debtor name Galileo Learning Franchising LLCUnited States Bankruptcy Court for the: Northern District of California  
(State)

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Angie Peluse 2876 Geneva Street Denver, CO 80238	Angie Peluse	Franchise contract	Contingent, unliquidated, disputed			Unknown
2	Emily Charlesworth 2804 Lima Street Denver, CO 80238	Emily Charlesworth 303-828-7345 echarlesworth@gmail.com	Customer contract	Disputed			\$2,728.00
3	Mark King 9658 E 28th Ave. Denver, CO 80238	Mark King 301-346-4414 j.meghan.king@gmail.com	Customer contract	Disputed			\$1,693.00
4	Stephanie Pappas 5291 Boston St. Denver, CO 80238	Stephanie Pappas 720-469-5880 pappas.scicom@gmail.com	Customer contract	Disputed			\$1,526.00
5	Erin Crandall 3300 Utica Street Denver, CO 80212	Erin Crandall 310-880-9955 erin.crandall@teachforamerica.org	Customer contract	Disputed			\$1,419.00
6	Estrella Gillette 2223 Ivanhoe Street Denver, CO 80207	Estrella Gillette 720-544-1952 estrella.gillette@gmail.com	Customer contract	Disputed			\$1,307.00
7	Rachel Kurtz-Phelan 2631 Valentia St. Denver, CO 80238	Rachel Kurtz-Phelan 240-441-2461 zz_rachel@hotmail.com	Customer contract	Disputed			\$1,207.75
8	Emily Greenwald 2824 Willow Street Denver, CO 80238	Emily Greenwald 267-258-5452 emilygreenwald5@gmail.com	Customer contract	Disputed			\$1,167.00



Debtor Galileo Learning Franchising LLC  
Name

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Emily Fox 3561 Yosemite St. Denver, CO 80238	Emily Fox 303-717-2463 emilyafox@me.com	Customer contract	Disputed			\$1,117.00
10	Ashley Dancho 3521 Yosemite St. Denver, CO 80238	Ashley Dancho 720-384-6904 ashleydancho@gmail.com	Customer contract	Disputed			\$1,092.00
11	Emilio Keegan 1105 South Cherry St. Glendale, CO 80246	Emilio Keegan 720-999-6634 emiliokeegan@gmail.com	Customer contract	Disputed			\$1,000.00
12	Roger Harmon 2871 Spruce St. Denver, CO 80238	Roger Harmon 720-979-5911 roger.harmon@ccd.edu	Customer contract	Disputed			\$950.25
13	Lucy Dipietro 2702 Fulton St. Denver, CO 80238	Lucy Dipietro 404-275-1804 lucy.downey@gmail.com	Customer contract	Disputed			\$906.00
14	Meaghan Goedde 3537 Akron Ct. Denver, CO 80238	Meaghan Goedde 503-449-4662 meaghan.goedde@gmail.com	Customer contract	Disputed			\$876.00
15	Jennifer Voss 2519 Wabash St. Denver, CO 80238	Jennifer Voss 720-934-0072 jenvossrn@gmail.com	Customer contract	Disputed			\$856.00
16	Annika Mosier 3446 Willow St. Denver, CO 80238	Annika Mosier 530-448-9283 annikam@gmail.com	Customer contract	Disputed			\$828.00
17	Mei Zhou 2615 Gray Wolf Loop Broomfield, CO 80023	Mei Zhou 719-200-4268 mei.jzhou@gmail.com	Customer contract	Disputed			\$828.00
18	Andrea Maikovich-Fong 8386 East 50th Avenue Denver, CO 80238	Andrea Maikovich-Fong 720-496-7370 andrea.k.maikovich-fong@kp.org	Customer contract	Disputed			\$808.00
19	Vanessa Duarte 8181 E. 29th Ave. Denver, CO 80238	Vanessa Duarte 303-619-1256 v_huerta@icloud.com	Customer contract	Disputed			\$778.00
20	Nanette Kearney c/o Aiman-Smith & Marcy P.C. 7677 Oakport St. # 1150 Oakland, CA 94621	Randall B. Aiman-Smith (510) 817-2711 <a href="mailto:ras@asmlawyers.com">ras@asmlawyers.com</a>	Litigation	Contingent, unliquidated, and disputed			Unknown



**Fill in this information to identify the case:**

Debtor name Galileo Learning Franchising LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 6, 2020

**X /s/ Glen Tripp**

Signature of individual signing on behalf of debtor

**Glen Tripp**

Printed name

**Manager of Galileo Learning LLC, the sole Member of the Debtor**

Position or relationship to debtor

**United States Bankruptcy Court  
Northern District of California**

In re **Galileo Learning Franchising LLC**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Galileo Learning LLC 1021 3rd St. Oakland, CA 94607</b>		<b>100%</b>	<b>Membership</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Manager of Galileo Learning LLC, the sole Member** of the company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **May 6, 2020**

Signature **/s/ Glen Tripp  
Glen Tripp**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Northern District of California**

In re **Galileo Learning Franchising LLC**

Debtor(s)

Case No.  
Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Galileo Learning Franchising LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Galileo Learning LLC**  
**1021 3rd St.**  
**Oakland, CA 94607**

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☐ None [*Check if applicable*]

**May 6, 2020**

Date

**/s/ Neal L. Wolf**

**Neal L. Wolf**

Signature of Attorney or Litigant

Counsel for **Galileo Learning Franchising LLC**

**Hanson Bridgett LLP**

**1676 No. California Blvd.**

**Suite 620**

**Walnut Creek, CA 94596**

**(415) 995-5015 Fax: (415) 995-3411**

**nwolf@hansonbridgett.com**